

THE NEW VALUE FRONTIER



Notice of the 61st Ordinary General Meeting of Shareholders

June 24, 2015

Kyoto, Japan

KYOCERA Corporation

6 Takeda Tobadono-cho, Fushimi-ku, Kyoto, Japan

Please note that this is an English translation of the Japanese original of the Notice of the 61st Ordinary General Meeting of Shareholders of Kyocera Corporation distributed to shareholders in Japan. The translation is prepared solely for the reference and convenience of foreign shareholders. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

June 3, 2015

To our shareholders

Notice of the 61st Ordinary General Meeting of Shareholders

This is to inform you that Kyocera Corporation (the “Company”) will hold its 61st Ordinary General Meeting of Shareholders (the “Meeting”), as described below, which you are cordially invited to attend.

If you are unable to attend the Meeting, please examine the attached reference documents for the General Meeting of Shareholders and exercise your voting rights in written form (voting card) or electronically (via Internet or other means), **no later than 5:30 p.m. Tuesday, June 23, 2015, Japan time.**

- 1. Date and Time** 10:00 a.m. on Wednesday, June 24, 2015, Japan Time
- 2. Venue** 20th Floor Event Hall at the Head Office of the Company,
6 Takeda Tobadono-cho, Fushimi-ku, Kyoto, Japan

3. Purpose of the Meeting

Matters to Be Reported

- (1) Contents of the business report, consolidated financial statements and the audit results of consolidated financial statements by the Accounting Auditor and the Audit & Supervisory Board for the 61st fiscal year (April 1, 2014 to March 31, 2015)
- (2) Contents of the non-consolidated financial statements for the 61st fiscal year (April 1, 2014 to March 31, 2015)

Matters to Be Resolved

- Proposal 1 Appropriation of Surplus
- Proposal 2 Election of Eleven (11) Directors
- Proposal 3 Election of One (1) Audit & Supervisory Board Member

4. Matters Relating to Exercise of Voting Rights

(1) Method of Exercising Voting Rights in Written Form (Voting Card)

Please indicate your vote “for” or “against” the proposal on the voting card enclosed herewith and ensure it is returned to us no later than the deadline mentioned above.

(2) Method of Exercising Voting Rights Electronically (via Internet or other means)

Please access the website (<http://www.evotep.jp/>) to exercise voting rights through a personal computer, smartphone or mobile phone. Using the code and password written on the voting card enclosed herewith and follow the instructions on the website. Please enter “for” or “against” the proposal no later than the deadline mentioned above.

[Handling in Event Multiple Exercises Voting Rights]

- (1) In the event that any shareholder exercises voting rights in written form (voting card) and electronically (via Internet or other means), the electronically exercised voting rights shall prevail.
- (2) In the event of multiple electronically exercised of voting rights (via Internet or other means) by a shareholder, the last electronically exercised voting right shall prevail.

Truly yours,

Goro Yamaguchi
President and Representative Director
KYOCERA Corporation

Notes:

1. If you attend the Meeting, please hand the enclosed voting card to the receptionist.
2. The accompanying documents for the Notice of the 61st Ordinary General Meeting of Shareholders are included in the attached “Report for the Year Ended March 31, 2015;” however, the “Notes to Consolidated Financial Statements” and the “Notes to Financial Statements” are available to shareholders on the Company’s website (http://global.kyocera.com/ir/s_info.html), pursuant to the provisions of laws and regulations as well as the Articles of Incorporation of the Company. The “Notes to Consolidated Financial Statements” and the “Notes to Financial Statements” are a part of the Consolidated Financial Statements and the Financial Statements that were audited by Audit & Supervisory Board Members and the Accounting Auditor in preparing the Audit Reports.
3. In the event of any changes to the reference documents for the General Meeting of Shareholders, the business report, the financial statements or the consolidated financial statements, the Company shall give notice thereof to shareholders by posting it on the Company’s website (http://global.kyocera.com/ir/s_info.html), which can be accessed via Internet.

Reference Documents for the General Meeting of Shareholders

Proposals and References are as follows:

Proposal 1 Appropriation of Surplus

The Company believes that the best way to meet shareholders' expectations is to improve the consolidated performance of the Company on an ongoing basis.

The Company has adopted the principal guideline that dividend amounts should be within a range based on net income attributable to shareholders of the Company on a consolidated basis, and has set its dividend policy to maintain a consolidated dividend ratio at a level of approximately 30% or more of consolidated net income. In addition, the Company determines dividend amounts based on an overall assessment, taking into account various factors including the amount of capital expenditures necessary for the medium to long-term growth of the Company.

Pursuant to this policy and based on full year performance through the year ended March 31, 2015, the Company proposes a year-end dividend for the year ended March 31, 2015 in the amount of 60 yen per share. When aggregated with the interim dividend in the amount of 40 yen per share, the total annual dividend will be 100 yen per share. This means an increase of 20 yen per share compared with 80 yen per share (based on the number of shares after the stock split undertaken on October 1, 2013) for the year ended March 31, 2014.

The Company also proposes that funds shall be set aside as General Reserve, taking into account the necessary reserve amounts for creation of new businesses, exploitation of new markets, development of new technologies and acquisition of outside management resources that enable us to achieve stable and sustainable growth of the Company.

The proposed appropriation of surplus is as follows:

1. Matters Relating to Year-end Dividend

(1) Type of Assets Distributed as Dividend:

Cash

(2) Matters Relating to the Appropriation to Shareholders of Assets Distributed as Dividend and Aggregate Amount thereof:

60 yen per share of common stock of the Company.

The aggregate amount thereof shall be 22,011,681,360 yen.

(3) Effective Date of the Distribution of Surplus as Dividend:

June 25, 2015

2. Matters Relating to Appropriation of General Reserve

(1) Category of Surplus to Increase and Amount thereof:

General Reserve: 27,000,000,000 yen.

(2) Category of Surplus to Decrease and Amount thereof:

Unappropriated Retained Earnings: 27,000,000,000 yen.

Proposal 2 Election of Eleven (11) Directors

The terms of office of all of twelve (12) Directors will expire at the conclusion of the Meeting. Accordingly, the Company proposes that the number of Outside Directors be increased by one and that eleven (11) Directors be elected, including two (2) Outside Directors.

The candidates for the Directors are as follows:

No.	Name (Date of birth)	Career Summary, Position and Area of Responsibility, and Important Concurrent Post	Number of the Company's shares held
1	Tetsuo Kuba (Feb. 2, 1954)	Jun. 1982	Joined the Company
		Jun. 2003	Executive Officer of the Company
		Jun. 2005	Managing Executive Officer of the Company
		Apr. 2007	Senior Managing Executive Officer of the Company
		Jun. 2008	Director and Senior Managing Executive Officer of the Company
		Apr. 2009	President and Representative Director, President and Executive Officer of the Company
		Apr. 2013	Chairman of the Board and Representative Director of the Company [Present] (Important Concurrent Post outside the Company) Outside Director of KDDI Corporation Chairman of the Board of AVX Corporation
2	Tatsumi Maeda (Jan. 1, 1953)	Mar. 1975	Joined the Company
		Jun. 2001	Director of the Company
		Jun. 2003	Retired from the office of Director of the Company Managing Executive Officer of the Company
		Apr. 2007	Senior Managing Executive Officer of the Company
		Jun. 2008	Director and Senior Managing Executive Officer of the Company
		Apr. 2009	Vice President and Representative Director, Vice President and Executive Officer of the Company
		Apr. 2013	Vice Chairman of the Board and Representative Director of the Company (In charge of Engineering and Technology) [Present] (Important Concurrent Post outside the Company) Director of AVX Corporation
3	Goro Yamaguchi (Jan. 21, 1956)	Mar. 1978	Joined the Company
		Jun. 2003	Executive Officer of the Company
		Jun. 2005	Senior Executive Officer of the Company
		Apr. 2009	Managing Executive Officer of the Company General Manager of Corporate Semiconductor Components Group of the Company
		Jun. 2009	Director and Managing Executive Officer of the Company
		Apr. 2013	President and Representative Director, President and Executive Officer of the Company [Present] (Important Concurrent Post outside the Company) Director of AVX Corporation

No.	Name (Date of birth)	Career Summary, Position and Area of Responsibility, and Important Concurrent Post	Number of the Company's shares held	
4	Ken Ishii (Oct. 6, 1953)	Mar. 1977	Joined the Company	6,325
		Apr. 2009	Executive Officer of the Company General Manager of Corporate Cutting Tool Group of the Company [Present]	
		Apr. 2011	Senior Executive Officer of the Company	
		Apr. 2012	Managing Executive Officer of the Company	
		Jun. 2012	Director and Managing Executive Officer of the Company	
		Apr. 2015	Director and Senior Managing Executive Officer of the Company[Present]	
5	Hiroshi Fure (Feb. 24, 1960)	Mar. 1984	Joined the Company	2,994
		Apr. 2009	General Manager of Corporate Automotive Components Group of the Company [Present]	
		Apr. 2011	Executive Officer of the Company	
		Apr. 2013	Managing Executive Officer of the Company	
		Jun. 2013	Director and Managing Executive Officer of the Company	
Apr. 2015	Director and Senior Managing Executive Officer of the Company[Present]			
6	Yoji Date (Sep. 20, 1956)	Mar. 1979	Joined the Company	6,806
		Oct. 2008	Transferred to Kyocera ELCO Corporation (currently Kyocera Connector Products Corporation) Managing Director of the above company	
		Apr. 2009	President and Representative Director of Kyocera ELCO Corporation (currently Kyocera Connector Products Corporation) [Present]	
		Apr. 2012	Executive Officer of the Company	
		Apr. 2013	Managing Executive Officer of the Company	
		Jun. 2013	Director and Managing Executive Officer of the Company	
		Apr. 2015	Director and Senior Managing Executive Officer of the Company[Present]	
7	Yoshihito Ohta (Jun. 26, 1954)	Mar. 1978	Joined the Company	8,173
		Apr. 1997	General Manager of Corporate Office of the Chief Executives [Present]	
		Jun. 2003	Executive Officer of the Company	
		Apr. 2007	Senior Executive Officer of the Company	
		Apr. 2010	Managing Executive Officer of the Company	
		Jun. 2010	Director and Managing Executive Officer of the Company [Present]	
Apr. 2013	General Manager of Corporate General Affairs Group of the Company [Present]			

No.	Name (Date of birth)	Career Summary, Position and Area of Responsibility, and Important Concurrent Post	Number of the Company's shares held	
8	Shoichi Aoki (Sep. 19, 1959)	Mar. 1983	Joined the Company	6,950
		Jun. 2005	Executive Officer of the Company	
		May 2008	General Manager of Corporate Financial and Accounting Group of the Company	
		Apr. 2009	Managing Executive Officer of the Company	
		Jun. 2009	Director and Managing Executive Officer of the Company [Present]	
		Oct. 2010	General Manager of Corporate Financial and Business Systems Administration Group of the Company	
		Apr. 2013	General Manager of Corporate Financial and Accounting Group of the Company [Present] (Important Concurrent Post outside the Company) Director of AVX Corporation	
9	John S. Rigby (May 13, 1955)	Aug. 1981	Joined Kyocera International, Inc.	(1,491ADR)
		Apr. 1990	Transferred to Kyocera Industrial Ceramics Corporation	
		Apr. 2001	President and Director of Kyocera Industrial Ceramics Corporation	
		Apr. 2002	Director of Kyocera International, Inc.	
		Jun. 2005	Executive Officer of the Company	
		Apr. 2010	President and Director of Kyocera International, Inc. [Present]	
Jun. 2012	Director of the Company [Present]			
10	Tadashi Onodera (Feb. 3, 1948)	Jun. 1989	Director of DDI Corporation (currently KDDI Corporation)	921
		Jun. 1995	Managing Director of DDI Corporation (currently KDDI Corporation)	
		Jun. 1997	Vice President and Representative Director of DDI Corporation (currently KDDI Corporation)	
		Jun. 2001	President and Representative Director of KDDI Corporation	
		Jun. 2005	President and Representative Director and Chairman of the Board of KDDI Corporation	
		Dec. 2010	Chairman of the Board and Representative Director of KDDI Corporation [Present]	
		Jun. 2013	Director of the Company [Present] (Important Concurrent Post outside the Company) Director of Okinawa Cellular Telephone Company Outside Director of Daiwa Securities Group Inc.	

No.	Name (Date of birth)	Career Summary, Position and Area of Responsibility, and Important Concurrent Post	Number of the Company's shares held	
		Apr. 1986	Joined KPMG Asahi Shinwa Accounting, Inc. (now known as KPMG AZSA LLC)	
		Mar. 1988	Registration as certified public accountant	
		Dec. 1991	Registration as licensed tax accountant	
11	Hiroto Mizobata (Jul. 31, 1963)	Mar. 1992	Representative of Mizobata Certified Public Accountant Office [Present] (Important Concurrent Post outside the Company) Outside Audit & Supervisory Board Member of Yamaki Co., LTD. Outside Audit & Supervisory Board Member of ES-CON JAPAN Ltd.	1,311
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Notes:

1. Asterisks (*) above denote new candidates.
2. Mr. Tetsuo Kuba is a Representative Director of Kyoto Purple Sanga Co., Ltd., with which the Company engages in transactions relating to advertising, etc.
3. Mr. Goro Yamaguchi is the Chairman of the Board of Dongguan Shilong Kyocera Co., Ltd., with which the Company engages in transactions relating to supply and purchase of electronic devices and cutting tools, etc. Also, he is the Chairman of the Board of Kyocera (China) Sales & Trading Corporation, with which the Company engages in transactions relating to sale of electronic devices and cutting tools, etc.
4. Mr. Ken Ishii is a Representative Director of Kyocera Precision Tools Korea Co., Ltd., with which the Company engages in transactions relating to sale and purchase of cutting tools, etc.
5. Mr. Tadashi Onodera is the Chairman of the Board and Representative Director of KDDI Corporation, with which the Company engages in transactions relating to sale of mobile phones, etc. In addition, he will retire from Representative Director and is going to take office as the Chairman of the Board of KDDI Corporation on June 17, 2015.
6. There is no special interest between the other candidates and the Company.
7. The number of shares of the Company owned by the candidates for the Directors above is as of March 31, 2015 and it includes their ownership in the Stock Purchase Plan for Kyocera Group Executives.
8. Mr. John S. Rigby substantively owns 1,491 shares of common stock of the Company by way of American Depositary Receipts (ADRs).
9. Matters with respect to the candidate for an Outside Director are as follows:
 - (1) Messrs. Tadashi Onodera and Hiroto Mizobata are candidates for Outside Director.
 - (2) Reason for the nomination of Messrs. Tadashi Onodera and Hiroto Mizobata as candidates for Outside Director:
 - 1) The Company believes that Mr. Tadashi Onodera will be continuously capable of providing advice on and undertaking supervision, based on his abundant management experience and exceptional insight as a corporate executive as well as his profound understanding in the management rationale of the Company, and his precise advice and supervision of general corporate activities as an Outside Director of the Company after the Outside Director assumption of office.

- 2) The Company believes that Mr. Hiroto Mizobata will be capable of providing advice on and undertaking supervision of general corporate activities as an Outside Director of the Company based on his abundant experience and exceptional insight as a certified public accountant and licensed tax accountant despite his inexperience in corporate management.
- (3) The time in office of Mr. Tadashi Onodera as an Outside Director of the Company will be two years at the close of this Meeting.
- (4) The Company enters into an agreement with Mr. Tadashi Onodera, regarding the limitation of his liability for damages due to negligence in the performance of his duties, in accordance with the provisions of the Companies Act and the Articles of Incorporation of the Company. The amount of his liability, as set under such agreement, shall be limited to the smallest amount specified in the applicable laws and regulations. The Company will continue to enter into this agreement upon his election as an Outside Director. And the Company will also enter into a similar agreement with Mr. Hiroto Mizobata upon his election as an Outside Director.
- (5) The Company will designate Mr. Hiroto Mizobata as an independent Director as provided for the rules Tokyo Stock Exchange upon his election as an Outside Director.

Proposal 3 Election of One (1) Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Member Mr. Yoshihiro Kano will expire at the conclusion of the Meeting. Accordingly, the Company proposes that one (1) Audit & Supervisory Board Member be elected.

The Audit & Supervisory Board has consented to the proposal.

The candidates for the Audit & Supervisory Board Members are as follows:

<u>Name (Date of birth)</u>	<u>Career Summary, Position, and Important Concurrent Post</u>	<u>Number of the Company's shares held</u>	
Yoshihiro Kano (Apr. 5, 1953)	Aug. 1980	Joined Kyocera International, Inc.	4,772
	Jun. 1991	Transferred to the Company	
	Jun. 2005	Executive Officer of the Company	
	Apr. 2006	General Manager of Corporate Development Group of the Company	
	Apr. 2009	Managing Executive Officer of the Company	
	Jun. 2009	Director and Managing Executive Officer of the Company	
	Apr. 2010	Deputy General Manager of Corporate Development Group of the Company	
Jun. 2011	Full-time Audit & Supervisory Board Member [Present]		

Notes:

1. There is no special interest between the candidates and the Company.
2. The number of shares of the Company owned by the candidates for the Audit & Supervisory Board Member above is as of March 31, 2015 and it includes their ownership in the Stock Purchase Plan for Kyocera Group Executives.

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